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SERVICE DATE - MARCH 12, 2004

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34467]

Heart of Georgia Railroad, Inc.—Acquisition and Operation Exemption—Ogeechee
Railway Company

Heart of Georgia Railroad, Inc. (HOG), a Class III rail carrier, has filed an amended notice of exemption from 49 U.S.C. 10902 to acquire by sublease from Ogeechee Railway Company (ORC) and operate a rail line between milepost 194.64 at or near Midville, GA and milepost 152.2 near Vidalia, GA, a distance of approximately 42.4 miles. ORC leases that rail line from the State of Georgia, Department of Transportation (GaDOT). ORC and HOG state that they have reached an agreement regarding this transaction and have taken steps to obtain GaDOT's consent to the proposed sublease and operation.

The transaction was scheduled to be consummated on or after February 19, 2004 (7 days after the amended notice was filed).

This transaction is related to two concurrently filed amended verified notices of exemption in: (1) STB Finance Docket No. 34466, Georgia Midland Railroad, Inc.—Acquisition and Operation Exemption—Ogeechee Railway Company, wherein Georgia Midland Railroad, Inc. (GMR) will acquire and operate three rail line segments that do not connect with each other totaling 78.06 miles; and (2) STB Finance Docket No.

34468, Atlantic Western Transportation, Inc.—Continuance in Control

Exemption—Georgia Midland Railroad, Inc., wherein Atlantic Western Transportation,

Inc. (AWT) will continue in control of GMR, upon GMR's becoming a rail carrier.

AWT, a noncarrier, also controls HOG.

HOG certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier.

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34467, must be filed with the Surface Transportation Board, 1925 K Street N.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: March 4, 2004.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary